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FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB 3060-0589 Page No_1 of_1

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Before the Federal Communications Commission Washington, BC

In the Matter of)
US Cable of Coastal-Texas, L.P.)
Assignor, and)
Baja Broadband, LLC) File No
Assignee.	ý
Application for Consent to Assign Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as amended))))

JOINT APPLICATION FOR CONSENT TO ASSIGN DOMESTIC AUTHORITY PURSUANT TO SECTION 214 OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Communications Act"), 47 U.S.C. § 214, and Sections 63.03 and 63.04 of the Commission's Rules, 47 C.F.R. §§ 63.03, and 63.04, US Cable of Coastal Texas, L.P. ("US. Cable") and Baja Broadband, LLC ("Baja") hereby request consent to the assignment of domestic Section 214 authority from US Cable to Baja. US Cable is a non-dominant carrier authorized by the Commission to provide domestic telecommunications services. The Applicants seek streamlined processing of this Joint Application pursuant to Section 63.03(b)(2) of the Commission's Rules.

In support of this Joint Application, the Applicants respectfully submit the following information:

Background

US Cable provides cable, high speed Internet, interconnected voice over IP service and non-switched common carrier services in a variety of markets across the country, including parts of Colorado, New Mexico and Texas. Following this transaction, US Cable will continue to provide these services in the markets that are not part of this transaction.

Baja is a cable provider currently operating in Colorado, Nevada, New Mexico and Utah. Baja offers cable service, high speed Internet and telephone service, including non-switched services in these areas. Baja has been offering both local and long distance telephone service since January 2008. There is no overlap between Baja's service area and US Cable's service area.

Baja's telephone service is a direct replacement for incumbent telephone company offerings, including local and long distance services; features like call waiting and call forwarding, and voice mail. Baja's telephone service is offered via its own facilities. Baja serves more than 9,300 telephone customers and more than 69,200 customers for all of its services combined.

Both US Cable and Baja have market shares in the interstate, interexchange market of less than ten percent (10%) and neither US Cable nor Baja is dominant with respect to any service. US Cable and Baja do not currently serve the same geographic markets and, therefore, there will be no increase in market concentration in any of the markets served by either Baja or US Cable. The proposed transaction also will not result in any meaningful change in the market share of Baja in the interstate telecommunications market. Consequently, this Joint Application is entitled to streamlined treatment pursuant to Section 63.03(b)(2)(i) of the Commission's Rules.

Description of the Transaction

This transaction contemplates the sale of certain assets of US Cable to Baja under an asset purchase agreement between the parties. US Cable is selling the assets associated with its operations in Colorado, New Mexico and Texas, as listed in Exhibit 1. Following the transaction, US Cable will continue to operate in other markets where it currently provides cable service. Consequently, this application requests authorization for a partial assignment of US Cable's Section 214 authority to cover the affected areas.

Qualification for Streamlined Processing

US Cable and Baja affirm that (a) the proposed transaction will result in Baja having a market share in the interstate, interexchange marketplace of less than 10 percent; (b) following the proposed transaction Baja will provide competitive telephone exchange service and exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) none of the applicants is dominant with respect to any service. Consequently, this transaction qualifies for streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules.

Transfer of Domestic Section 214 Authorization

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, Applicants submit the following information:

¹ The Commission recently approved the partial assignment of US Cable's domestic Section 214 authorization for its operations in Minnesota and Wisconsin to Midcontinent Communications. See "Notice of Domestic Section 214 Authorization Granted," Public Notice, WC Docket No. 11-113, DA 11-1500 (rel. Sep. 6, 2011).

(1) Name, address and telephone number of each Applicant:

US Cable:

US Cable of Coastal-Texas, L.P. 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645 Attention: James D. Pearson

Telephone: (201) 930-9000 ext. 200

Baja

Randy Santiago Vice President of Administration and Business Operations Baja Broadband LLC 1061 521 Corporate Center Drive (Suite 100) Fort Mill, SC 29707

(2) Government, state or territory under the laws of which each corporate or partnership Applicant is organized:

US Cable is a New Jersey limited partnership.

Baja is a Delaware limited liability company

(3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Joint Application is to be addressed:

For US Cable:

J.G. Harrington
Dow Lohnes P.L.L.C.
1200 New Hampshire Avenue, NW
Suite 800
Washington, DC 20036

For Baja:

Craig Gilley
Edwards Angell Palmer & Dodge LLP
1255 23rd Street, NW
Suite 800
Washington, DC 20037
Tel: 202 939 7928

Tel: 202.939.7928 Fax: 202.745.0916 (4)(a) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee (Baja):

Baja Broadband Holding Company, LLC ("BBHC") 1061 521 Corporate Center Drive Suite 100 Fort Mill, SC 29707

BBHC, a Delaware limited liability company, is the 100% corporate parent of Baja Broadband, LLC, is non-dominant and does not provide any service in the geographic area covered by this application.

The following entities own ten percent (10%) or more of the equity of BBHC:

Name and Address	Percentage Ownership	Citizenship	Principal Business
Columbia Capital Equity Partners IV (ECI), Ltd. 201 N. Union Street (Suite 300) Alexandria, VA 22314	41.12%	US	Investments
M/C Venture Partners V, L.P. 75 State Street (Suite 2500) Boston, MA 02109	33.24%	US	Investments
MC Venture Partners VI, L.P. 75 State Street (Suite 2500) Boston, MA 02109	11.04%	US	Investments

Each of the above-listed entities is non-dominant and does not provide any service in the geographic area covered by this application.

(4)(b) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferor (US Cable):

	Percentage		Principal
Name and Address	<u>Ownership</u>	Citizenship	Business

US Cable Holdings, L.P.	51.66%	US	Investments
28 West Grand Avenue, Suite 10			
Montvale, New Jersey 07645			
Comcast-USC, LLC	48.34%	US	Investments
1500 Market Street			
Philadelphia, PA 19121			

US Cable Holdings, L.P. is the sole general partner in and is the managing partner of US Cable. Comcast-USC, LLC holds limited partnership interests in US Cable.

The ownership of US Cable Holdings, L.P. is as follows:

Name and Address	Percentage Ownership	Citizenship	Principal Business
US Cable of Lake Forest, Inc. 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	27.21%	US	Investments
Lake Capital Corporation 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	20.00%	US	Investments
Stephen E. Myers 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	33.89%	US	Investments

US Cable of Lake Forest is the sole general partner of US Cable Holdings, L.P. and does not hold any limited partnership interests.

The ownership of US Cable of Lake Forest is as follows:

Name and Address	Percentage Ownership	Citizenship	Principal Business
Stephen E. Myers 28 West Grand Avenue, Suite 10			
Montvale, New Jersey 07645	51.00%	US	Investments
Michael C. Anderson 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	10.00%	US	Investments

Name and Address	Percentage Ownership	Citizenship	Principal Business
William D. Lipkind, as Trustee of The Eastfield Trust 80 Main Street	34.00%	US	Trust
West Orange, New Jersey 07052			

The ownership of Lake Capital Corporation is as follows:

Name and Address	Percentage Ownership	Citizenship	Principal Business
Stephen E. Myers 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	72.67%	US	Investments
Michael C. Anderson 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	10.00%	US	Investments
William D. Lipkind and Alaska Trust Company, Trustees of The Northfield 2003 Alaska Insurance Trust 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	15.13%	US	Trust

The following information pertains to the trustees of The Eastfield Trust and The Northfield 2003 Alaska Insurance Trust:

Name and Address	Citizenship	Principal Business
William D. Lipkind 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	US	Investments
Alaska Trust Company 1029 W. Third Avenue, Suite 400 Anchorage, Alaska 99501	US	Investments

Comcast-USC, LLC is wholly owned by Comcast Corporation, a public company organized under the laws of the State of Pennsylvania, which has the same address as Comcast-USC, LLC. No individual or entity holds 10 percent or more of the equity of Comcast Corporation.

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Except for Comcast-USC, LLC, other than their interests in US Cable, none of the individuals or companies listed above holds an attributable interest in any entity that provides interstate telecommunications services.

The following entities, all of which are non-dominant, are affiliated with Comcast Corporation and provide or are authorized to provide interstate telecommunications services.

Entity	State of	Services Provided	Affiliation
Comcast Business Communications, LLC dba Comcast Long Distance	Pennsylvania	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME02, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME04, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME05, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME16, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME22, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME26, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME28, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation

Entity	State of	Services Provided	Affiliation
Comcast WCS ME19, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
SpectrumCo, LLC	Delaware	Wireless Communications Services	54.28% owned by Comcast Corporation
Comcast Phone, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of California, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Colorado, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Connecticut, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Florida, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Georgia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Idaho, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Illinois, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Iowa, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

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Entity	State of	Services Provided	Affiliation	
Comcast Phone of Louisiana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of Maine, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of Massachusetts, Inc.	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of Minnesota, Inc.	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of Montana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of Nebraska, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of Nevada, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of New Hampshire, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of North Carolina, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of North Dakota, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of Ohio, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	

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Entity	State of	Services Provided	Affiliation
Comcast Phone of Oklahoma, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Oregon, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Pennsylvania, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Rhode Island, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of South Dakota, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Texas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Utah, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Vermont, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Virginia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of West Virginia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Washington, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

Entity	State of	Services Provided	Affiliation
Comcast Phone II, LLC	omcast Phone II, Delaware Telephony		Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Alabama, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Arkansas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Arizona, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Delaware, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of D.C., LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Central Indiana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Kansas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Kentucky, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Northern Maryland, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Mississippi, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

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Entity	State of	Services Provided	Affiliation	
Comcast Phone of Missouri, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of New Jersey, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of New Mexico, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of New York, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of South Carolina, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of Fennessee, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of Wisconsin, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	
Comcast Phone of Michigan, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation	

Each of the entities listed above is non-dominant, and to the best of Baja's knowledge does not provide any service in the geographic area covered by this application. In addition, affiliates of Comcast may offer intrastate services in certain states, but do not offer services in any geographic area covered by this application.

(5) Certification by Transferee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

Baja hereby certifies, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of its knowledge, information, and belief, no party to this Joint Application is subject to denial

of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

(6) Description of the transaction

This transaction contemplates the sale of certain assets of US Cable to Baja under an asset purchase agreement between the parties. US Cable is selling the assets associated with its operations in locations listed in Exhibit 1. Following the transaction, US Cable will continue to operate in other markets where it currently provides cable service.

(7) Description of the geographic areas in which the US Cable and Transferee and their affiliates) offer domestic telecommunications services, and what services are provided in each area

US Cable provides non-switched domestic telecommunications services in Colorado, New Mexico and Texas in areas that correspond to its cable systems in those states, and which are listed in Exhibit 1 to this application.

Baja offers local exchange, exchange access and interstate interexchange telephone service in Colorado, Nevada, New Mexico and Utah. Local exchange and exchange access services are offered via Baja's own facilities and interexchange telephone services are offered via Baja's own facilities or resale. Baja serves more than 9,300 telephone customers.

There is no overlap between the service areas of US Cable and Baja.

(8) Statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment:

US Cable and Baja affirm that (a) the proposed transaction will result in Baja having a market share in the interstate, interexchange marketplace of less than ten (10) percent; (b) following the proposed transaction Baja will provide competitive telephone exchange service and exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) none of the applicants is dominant with respect to any service. Consequently, this transaction qualifies for streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules.

The proposed transaction will have no adverse effect on competition. Grant of streamlined treatment for this Application is consistent with Commission precedent.

(9) Identification of all other Commission applications related to the same transaction

There are no other Commission applications related to this transaction.

(10) Statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure

No Applicant is facing imminent business failure. Therefore, the Applicants are not requesting special consideration for this reason.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction

No separately filed waiver requests are being sought in conjunction with the transaction.

(12) Statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets

The proposed transfer of control of US Cable will allow Baja to provide additional services to customers in US Cable's service area and to increase the efficiency with which Baja provides service to its existing customers. Baja's long experience in providing competitive telecommunications services to residential and business customers will allow it to provide high quality service to consumers and businesses in the affected area. Moreover, because there is no overlap between Baja's current service area and US Cable's service area, competition will not be adversely affected by consummation of the proposed transaction.

Conclusion

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application by the Commission would serve the public interest, convenience and necessity.

Respectfully submitted,

Baja Broadband, LLC

Randy Santiago

VP Administration & Business

Operations

US Cable of Coastal-Texas, L.P. a New Jersey Limited Partnership

G. Joseph Appio

Vice President, Operations

Dated: September 15, 2011

JOINT DOMESTIC SECTION 214 APPLICATION

CERTIFICATION

On behalf of Baja Broadband, LLC, the undersigned hereby certifies that Baja Broadband, LLC is not subject to a denial of Federal benefits pursuant to Section 5301 of the anti-Drug Abuse Act of 1988.

Dated: September 15, 2011

Baja Broadband, LLC

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Randy Santiago

VP of Administration and Business

Operations

1061 521 Corporate Center Dr

Suite 100

Ft Mill, SC 29707

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE FORM 159

Approved by OMB 3060-0589 Page No 1 of 1

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I hereby authorize the FCC to charge my credit or	urd for the service(s)/suthorization	on herein described.				
SIGNATURE			DATE			
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